

PICKUS JOSHUA

Form 4

February 20, 2013

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
PICKUS JOSHUA

(Last) (First) (Middle)

900 CHESAPEAKE DRIVE,
SECOND FLOOR

(Street)

REDWOOD CITY, CA 94063

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
Support.com, Inc. [SPRT]

3. Date of Earliest Transaction
(Month/Day/Year)
02/19/2013

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify
below)

President & CEO

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	02/19/2013		M ⁽¹⁾		1,000,000	A	\$ 2.32 1,067,375
Common Stock	02/19/2013		S ⁽¹⁾		1,000,000	D	\$ 4.114 67,375

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Underlying (Instr. 3 and 4)
				Code V (A) (D)		Date Exercisable Expiration Date	Title
Non-Qualified Stock Option	\$ 2.32	02/19/2013		M ⁽¹⁾	1,000,000	08/21/2012 ⁽²⁾ 04/06/2013	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
PICKUS JOSHUA 900 CHESAPEAKE DRIVE, SECOND FLOOR REDWOOD CITY, CA 94063	X President & CEO

Signatures

/s/ Greg Wrenn, by power of attorney
02/20/2013

__Signature of Reporting Person Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

This transaction was effected pursuant to a Purchase Agreement between Mr. Pickus and Support.com dated February 19, 2013, as approved by the Board of Directors, to purchase securities underlying certain of Mr. Pickus' option grants (which were due to expire at the end of their seven-year term on April 6, 2013), with a purchase price per share equal to the lesser of (a) the closing price of the

(1) Company's common stock in regular trading hours on the day of the sale, as reported by Nasdaq Global Select Market, less five percent (5%), or (b) the thirty-day simple moving average price of the Company's common stock on the day of the sale. The Purchase Agreement was approved by the independent members of the Company's Board of Directors, and Mr. Pickus was not present during, and did not take part in, the Board's deliberations regarding the Purchase Agreement.

1/4th of the shares subject to the grant vested on the first anniversary of the grant date (i.e. August 21, 2010), and 1/36th of the shares

(2) subject to the grant vested on each monthly anniversary thereafter over the next three years, and the grant became fully-vested on August 21, 2012.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.